

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

GT Real Estate Holdings, LLC,

Debtor.¹

)
) Chapter 11
)
) Case No. 22-10505 (KBO)
)
)
) **Re: D.I. 9, 52, 59, 119**
)

NOTICE OF FILING OF FURTEHR REDLINE OF FINAL DIP ORDER

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On June 2, 2022, the debtor and debtor in possession (the “**Debtor**”) in the above-captioned case filed the *Motion for Entry of Interim and Final Orders (I) Authorizing the Debtor to Obtain Post-Petition Financing, (II) Granting Liens and Super-Priority Claims, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief* [D.I. 9] (the “**DIP Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”). Attached as **Exhibit A** to the DIP Motion was a proposed form of order granting the interim relief requested in the motion (the “**Proposed Interim DIP Order**”). Attached as **Exhibit B** to the DIP Motion was the DIP Credit Agreement (the “**Proposed DIP Credit Agreement**”).

2. On June 7, 2022, the Debtor filed and served the Notice of (A) Entry of Interim Order (I) Authorizing the Debtor to Obtain Post-Petition Financing, (II) Granting Liens and Super-Priority Claims, (III) Modifying the Automatic Stay, (IV) Scheduling a Final Hearing, and (V) Granting Related Relief; and (B) Final Hearing Thereon [D.I. 59].

3. In response to objections and comments from various parties and the United States Trustee, on June 26, 2022, the Debtor filed and served the Notice of Filing of Redline of Final DIP Order [D.I. 119] (the “**Revised DIP Order**”).

¹ The Debtor and the last four digits of its taxpayer identification number are: GT Real Estate Holdings, LLC

4. In further response to the objections the Debtor received, the Debtor has prepared a further revised Proposed Final DIP Order (the “**Second Revised Final DIP Order**”). No changes have been made to the previously filed Proposed DIP Credit Agreement [*see* D.I. 119].

5. For the convenience of the Court and all parties in interest, a redline comparison of the Second Revised Final DIP Order marked against the previously Proposed Revised Final DIP Order is attached hereto as **Exhibit 1**.

6. The Debtor intends to present the Second Revised Final DIP Order to the Court at the hearing (the “**Hearing**”) currently scheduled to take place on **June 29, 2022 at 10:00 a.m. (prevailing Eastern Time)**, before the Honorable Karen B. Owens, at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Courtroom 3, Wilmington, Delaware 19801.

7. Finally, for the convenience of the parties, a clean version of the Second Revised Final DIP Order is attached hereto as **Exhibit 2**.

Dated: June 29, 2022

Respectfully submitted,

FARNAN LLP

/s/ Michael J. Farnan

Joseph J. Farnan, Jr. (Bar No. 100245)

Brian E. Farnan (Bar No. 4089)

Michael J. Farnan (Bar No. 5165)

919 North Market Street, 12th Floor

Wilmington, Delaware 19801

Telephone: (302) 777-0300

Email: farnan@farnanlaw.com

bfarnan@farnanlaw.com

mfarnan@farnanlaw.com

WHITE & CASE LLP

Thomas E Lauria (*pro hac vice* pending)

Varoon Sachdev (*pro hac vice* pending)

Southeast Financial Center

200 South Biscayne Boulevard, Suite 4900

(9589). The location of the Debtor’s principal office is 800 South Mint Street, Charlotte, NC 28202.

Miami, FL 33131
Telephone: (305) 371-2700
Email: tlauria@whitecase.com
varoon.sachdev@whitecase.com

Stephen Moeller-Sally (*pro hac vice* pending)
Mark Franke (*pro hac vice* pending)
Brandon Batzel (*pro hac vice* pending)
1221 Avenue of the Americas
New York, NY 10020
Telephone: (212) 446-4800
Email: ssally@whitecase.com
mark.franke@whitecase.com
brandon.batzel@whitecase.com

William A. Guerrieri (*pro hac vice* pending)
111 South Wacker Drive, Suite 5100
Chicago, IL 60606
Telephone: (312) 881-5400
Email: william.guerrieri@whitecase.com

*Proposed Counsel to the Debtor and
Debtor-in-Possession*